

# CPDE COMPENDIUM

## Officers and Board Members

### 2012

Past President  
*Thomas Roney*

President  
*Rick Gaskins*

Vice President  
*William Brandt*

Secretary  
*Michael J. O'Hara*

Treasurer  
*Kevin Kirkendall*

### 2013

Past President  
*Rick Gaskins*

President  
*William Brandt*

Vice President  
*Bob Male*

Secretary  
*Michael J. O'Hara*

Treasurer  
*Kevin Kirkendall*

## CPDE Compendium

Editor  
*Bob Male*

Editor  
*Michael J. O'Hara*

Production Editor  
*Nancy Male*

## CPDE 2014 Conference and Business Meeting

March 21-22, 2014

The Orleans Hotel and Casino  
Las Vegas, Nevada

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Conference Information for 2014 - Topic List

By-Laws amended March 23, 2013

## Review of CPDE's 2013 ANNUAL CONFERENCE The Orleans Hotel and Casino Las Vegas, NV March 22-23, 2013

Thursday, March 21

Pre-Conference Social Gathering:

We have a tradition of gathering at Brendan's Irish Pub for a no host "warm-up" social at 6:30p with everyone that is in town and wishes to meet and greet others.

Friday, March 22

### Session 1:

Chapter 11 Bankruptcy and the Role of the Economic Expert

Presenter: Needham.

Report on Prosthetic Device Costs

Presenters: Cashdollar and Gaskins.

### Session 2:

CPDE Resources Damages Website and TEA Website

Presenters: O'Hara and Male.

### Session 3:

Valuing a Small Business or Sole Proprietorship and the Difference between the Value of the Business and Earning Capacity

Presenters: Grant and Schlegel.

### Session 4:

Excel and Statistical Analyses (trend lines and regression)

Presenters: McLaughlin & Gaskins.

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## Age-Earnings Profiles of Physicians by Specialty

Presenter: Bruce.

## Social Debriefing

Past President's Suite

Members met for snacks and drinks to discuss the events of the day, plans for the evening and the next day.

Saturday, March 23, 2013

### Session 5:

## Financial Exploitation of Elders and Others

Presenter: Parker.

## Credit Damage & Lending Irregularities

Presenters: Ostrofe, Roney, and Gaskins.

## Annual Business Meeting: President Rick Gaskins presiding

This meeting was conducted in accordance with the CPDE Bylaws.

### Session 6:

## Discounting Streams of Income and Costs to Present Value (risk, return and attempting to make "whole")

Panel: DeLangis, Brandt, Landsea, and Rosenberg.

### Session 7:

## Practice Issues. Retainer Agreements; Work Product; Billing & Collections; Structured Settlements; Data Sources; Problematic Issues; Difficult, Interesting, Unique Cases; etc.

Moderator: Male.

## Social Debriefing

Past President's Suite

Members met for snacks and drinks to discuss the events of the day, plans for the evening and the next Annual Conference.

### **Follow-up and Comments:**

All of the feedback and comments related to the 2013 Conference were very positive and characterized the event as very rewarding and worthwhile. Attendance verification forms were sent to all those that requested one.

# MINUTES

## 2013 Annual Business Meeting Collegium of Pecuniary Damages Experts (CPDE) Draft (Subject to approval at 2014 Business Meeting) Orleans Casino and Hotel, Las Vegas March 23, 2013

Both on CPDE-LIST listserv and on the www.CPDE.info website, President Gaskins issued the call for the meeting. The CPDE Bylaws include a barebones agenda. Additionally, by email the night before the Annual Business Meeting, President Gaskins both reissued the call and included the proposed agenda.

1. At 11:46 AM in Solon F President Gaskins called the meeting to order.
2. Secretary O'Hara noted that only Members were present; and that the total number of paid up Members in CPDE as of the start of Annual Business Meeting numbered 38; and that in attendance were 22 Members. A quorum is a majority of those 37 (i.e., 19 is a quorum). The number of affirmative votes for a motion to pass also is 19. However, to amend the Bylaws requires 2/3rds of those in attendance (i.e., 15).
3. Agenda adopted as submitted.
4. Minutes of the 2012 Business Meeting approved.
5. Reports of the Officers:
  - 5A. PAST PRESIDENT and Chair of Membership Committee Tom Roney delivered the report of the Membership Committee.
    - i. Have 38 paid up; 2 not paid up and who thus automatically lost Member status (i.e., must re-apply for Member status); 2 under consideration to be new Members.
  - 5B. PRESIDENT Rick Gaskins.
    - i. See Minutes of April - May 2012 email Board meeting.
    - ii. See Minutes of June - November 2012 email Board meeting.
    - iii. Strategic Alliance signed June 2012 between AREA and CPDE; AREA appointed Bob Male Editor of The Earnings Analyst (TEA) and CPDE appointed Michael J. O'Hara Co-Editor of TEA.
    - iv. Membership criteria issue surfaced when Membership Committee received feedback on an applicant for Member status, which in turn prompted withdrawal of the application.
    - v. Member limit in Bylaws set at 40. Later in the meeting the President will ask Members in attendance to revisit that limit.
    - vi. Coordination of meeting dates with AA EFE was not sought in past years, but due to hotel confusion there was some overlap in 2013. Some CPDE Members attended first days of AA EFE, but departed AA EFE to attend entire CPDE meeting. President asks the Members to consider meeting back-to-back without overlap.
  - 5C. VICE PRESIDENT Bill Brandt.
    - i. Website enhancements to TEA and to www.Pecuniary-Damages.com continues apace. Nearly all attendees already have volunteered. O'Hara will post list of topics and

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volunteers to CPDE-LIST and CPDE Member and AREA Board Member will circulate the list at the May 2013 AREA meeting.

ii. Strategic planning efforts on TEA is reaching conclusion. Please think of additional initiatives. Please contact Brandt as he becomes President at the end of this Annual Business Meeting.

5D. TREASURER Kevin Kirkendall report. His “report” was delivered by other officers since Treasurer Kirkendall was not present. His wife delivered their sixth child on the first day of the Annual Meeting. In the absence of Garza (see 5Diii below), Gregson Parker (a CPA) very swiftly looked over the documentation provided by Kirkendall. Parker raised a question about the \$9k expense. As noted below in 5Dii, CPDE Member Garza, a CPA, per the request of the CPDE Members during the 2012 meeting, reviewed the Treasurers books and identified that expense as a misclassified transfer of funds for the old bank to the new bank. Thus, the loss reported on the documents, in fact, is not \$13k loss in 2012 but instead was more like loss of \$4k, which given the web development was \$5k (with \$2k soon to arrive from AREA), a more realistic picture of the year 2012 was a \$1k profit. Treasurer Kirkendall will be asked (see 5Div below) to post to CPDE-LIST the corrected financial report (e.g., balance sheet; profit and loss statement).

- i. Conference expenses were about \$600.
- ii. Financial Report.
- iii. Report of accounting review: Ignacio Garza, CPA.

Garza attended day one of CPDE but had to depart prior to day two. Garza provided a brief oral overview of his study of CPDE's accounts to Secretary O'Hara; which were relayed

to the Members. Garza identified one misclassification that appeared as an expense, but in fact was a transfer of funds from a closing bank account into an opening bank account.

iv. MOTION (Submit Revised Financials & Email Ballot Vote To Approve Treasurer's Report):

CPDE will defer approval of the Treasurer's report until after the Treasurer has acclimated to his new parental duties and submits via CPDE-LIST his revised financial report; and, that revised report will be approved by email ballot cast on CPDE-LIST. Unanimously approved.

5E. SECRETARY Michael J. O'Hara.

i. Nothing to report beyond Minutes (i.e., all in Compendium: 2012 Annual Business Meeting; two sets of Board Minutes).

ii. President Gaskins gave O'Hara a gift of appreciation for services provided to CPDE a 1936 book by F.C. Utter entitled “Parliamentary Law at a Glance”.

5F. Chair of Conference Committee Bob Male.

i. Male provided an explanation of confusion on 2013 dates due to misreporting by the Orleans office. In past Treasurer Kirkendall had done all negotiations with the Orleans. Given Kirkendall is otherwise occupied at this time, the negotiation with Orleans for the 2014 meeting will be conducted by Male.

6. ELECTIONS

6A. CPDE uses a rotation of some officers. Per Bylaws section [3a] the 2012 Vice President automatically becomes the 2013 President; and, the 2012 President automatically becomes the 2013 Past President. Officers may be removed for cause upon a 2/3rds affirmative vote.

6B. Per Bylaws section [3a] the Treasurer and the Secretary are elected to terms of three years: both Treasurer Kirkendall and Secretary O'Hara were elected in 2012. Officers may be removed for cause upon a 2/3rds affirmative vote.

6C. Report of Nominating Committee: Bill Brandt. The nominee of the committee is Robert Male. Nomination accepted by the body, no further nominations from the floor.

6D. Election for the office of 2013 Vice President. Robert Male elected by acclimation.

7. AMENDMENTS TO THE CPDE BYLAWS.

7A. The Board of Directors proposes creation of a new class of Member: Emeritus Member. This amendment would add a new section to the Bylaws. Notice of this proposed amendment was made via the 2012 Compendium sent February 22, 2012 via CPDE-LIST by President Gaskins. It also is posted on the [www.CPDE.info](http://www.CPDE.info) website.

EMERITUS MOTION (Approved Unanimously):

“[2j] In addition to the classes of Members mentioned in sections [2a] through [2i], there shall be a class of Members known as Emeritus Member. CPDE Members by majority vote may grant Emeritus Member status to a worthy Member in good standing. Near or after a nominee's material retirement

## Disclaimer



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from the practice of forensic economics the Membership Committee may nominate that Member for Emeritus Member status. The CPDE Member whose Member status is as Emeritus Member shall be deemed to have paid dues and shall be deemed to have paid conference registration fees. Emeritus Members only shall be counted as voting Members when actually voting; and shall not count towards the maximum number of Members specified in subsection [2i]. Emeritus Members may not be elected to, but may accept appointment to, CPDE offices and/or positions on the Board of Directors.”

7B. MOTION by the Membership Committee to nominate Emeritus Members. Paul Taylor nominated as first recipient of Emeritus Member status. Unanimously approved.

7C. No other amendments were brought to the attention of the Board by late February. Accordingly, the President’s proposed agenda only permits amending the Bylaws in a manner germane to this agenda’s item 7A. If any member would like to propose amending the Bylaws in another manner, then that Member must give notice prior to the adoption of this agenda so that the agenda adopted permits such amendment.

8. SELECTION of DATE and PLACE of next ANNUAL CONFERENCE and BUSINESS MEETING

President Gaskins, a founding member of AAEFE, attended the AAEFE meeting and discussed with AAEFE President Larry Havard. Both agreed it would be mutually beneficial if AAEFE and CPDE would meet sequentially without overlap.

8A. Recall extended discussion of this topic in the Minutes of the 2012 Business Meeting. Consider coordination of meeting dates with AAEFE.

8B. SELECTION of DATE.

i. Discussion of coordination difficulties (e.g., who picks first) with AAEFE. The AAEFE Members prefer a hotel that they consider is a higher quality and at higher cost than the CPDE Members (e.g., Mirage versus Orleans). CPDE’s conference cost is one-tenth that of AAEFE. CPDE Members prefer a Friday/Saturday and prefer a known well in advance fixed date. The Mirage does not give AAEFE flexibility and won’t fix the date more than a couple of months in advance. CPDE has Members that are commercial accountants who have a peak work load on March 15, which motivates CPDE to pick closely after March 15. Easter 2014 is April 20.

MOTION: Delegate decision to the CPDE officers to work with AAEFE if feasible to do so quickly, and if not, then lock in a mid-March Friday/Saturday at the Orleans. Officers will focus on March 14 & 15 and the following week March 21 & 22. NOTE: Shortly following this meeting Male reported that the Orleans was booked on the 14 & 15th; so the CPDE 2014 meeting will be at the Orleans on Friday/

Saturday March 21 & 22.

8C. SELECTION of PLACE. See 8B above.

9. NEW BUSINESS.

9A. Membership criteria.

A question of how ethical questions about an applicant ought to be weighed when otherwise there is no question of collegiality. The vast majority of applicants prompt only positive comments as well as far fewer comments than those applicants who withdrew applications prompted many more comments and almost all negative in some manner. No sufficient need to change the Bylaws at this time was the consensus.

9B. Removal of membership number cap?

Thor Bruce suggested keeping a cap, but raising it to 50. Tom Roney suggested a cap on new members rather than a cap on total members. Gregson Parker suggested CPDE benefits from marketing benefits of an elite perception associated with a cap. Bob Male stressed the role of the cap in fostering the collegial atmosphere of broad-based participation and the clear opportunity for all to participate (e.g., routine attendance has been in the range of 25 attendees from the out of the fewer than 40 Members). George McLaughlin asked for clarification of Male’s CPDE-LIST posting that the cap of 40 has become irrelevant. Male replied that irrelevance existed because experience has indicated that practice rather than rule assured the desired limitation. Allyn Needam offered perspective of an AREA Member, AREA also has been focused on deliberately being an organization small enough for close relationships and participation. Gregson Parker reviewed the CPDE web site and believes 6 of the 40 listed person have not attended any one of the last four meetings: which prompts a question of how to eliminate deadwood rather than to raise the cap and leave the deadwood. Oscar Padron asked if the cap of 40 was a genuine concern at this time. In reply Secretary O’Hara noted that 38 Members are paid up and in good standing; 2 recently lost Member status due to failure to timely pay dues; and the Membership Committee has in hand applications by 2 new persons seeking membership; and, since those 2 who lost Member status for failure to timely pay dues and thus must re-apply for membership, CPDE might very soon have 38 Members and 4 applicants with a cap of 40.

MOTION: Amend the Bylaws Section [2i] to read as follows

“[2i] The number of CPDE Members shall not exceed 50.”; thus replacing the original cap of 40. Approved unanimously.

9C. Other? None raised.

10.GOOD OF THE ORDER. None raised.

11.Adjourn sine die at 12:48 PM.

## MINUTES

2013 Board of Directors

Collegium of Pecuniary Damages Experts (CPDE)

2013 post annual conference (email)

Condensed Minutes

FIRST MOTION: ADOPTED: reimburse former President Laura Taylor in the amount of \$600 for the web hosting costs personally paid by Taylor on behalf of CPDE.

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SECOND MOTION: ADOPTED: CPDE's President Brandt is to reach out to AAEFE's President about the potential for increased scheduling coordination to serve the interests of Members that belong to both organizations; and to propose a joint task force to achieve such coordination. (NOTE: Cordial conversations and a task force have ensued, for the 2014 meeting some coordination was achieved on an AAEFE guest speaker.)

THIRD MOTION: ADOPTED: upon the announcement that Jerry Martin's selected replacement author of his "Determining Economics Damages" has withdrawn, CPDE's Past President Gaskins is to approach both Dr. Martin and his publisher James Publishing about CPDE taking up DED as a part of CPDE's Pecuniary-Damages.com website. (NOTE: CPDE's inquiry was not accepted because James Publishing held the copyright and still desired to continue to publish as a book.)

FOURTH MOTION: ADOPTED: CPDE is to take both The Earnings Analyst website and the Pecuniary-Damages.com website active using the webhosting firm Hostgator.

FIFTH MOTION: ADOPTED: CPDE is to procure multiple, similar, domain names for the Pecuniary-Damages website.

TOPIC DISCUSSED AT LENGTH WITHOUT MOTION: Membership diversity issues were explored. In a small organization like CPDE ordinarily small clusters (e.g., geography; employer) can take on greater significance. Younger, as well as more female DE members was discussed.

## CPDE President's Message

The 2013-14 has been a very eventful time for CPDE. Our organization has made major strides that will serve us well in the future. The CPDE/AREA Strategic Alliance has been completed, and The Earnings Analyst ("TEA") has been relaunched with high-quality content, under the able leadership of Bob Male, Editor, Michael O'Hara, Co-Editor and Nancy Male, Production Editor. Extra thanks are in order to Bob and Nancy Male, who worked tirelessly to convert past volumes of TEA to electronic format, get Volume 12 published, and for getting the TEA website finished and operational. The appearance, functionality and content on the TEA website are outstanding, and they reflect well on both CPDE and AREA. Special thanks also to Rick Gaskins for the hundreds of hours he contributed to the shepherding of the Damages Resources and TEA sites to a working reality; and also to our web development contractor in the Philippines Ronny Padernal, and our terrific CPDE Webmaster Eric O'Connor for the indispensable roles that they played in bringing this about.

The CPDE Damages Resource site is "live" on the web, although it currently displays the "Under Maintenance" message

as it awaits further content. Michael O'Hara will coordinate the content development effort and more will be presented about this at our upcoming conference. I strongly encourage all members to contribute your collective effort to the cause. We believe that this site will become a trusted and valued resource for Damages Experts throughout the county, even those who are not fortunate enough to be part of our organization.

CPDE made some outstanding additions to our organization in 2013-14, as discussed in Rick Gaskins' report on new members in this issue. Our new members will add to the rich diversity and knowledge of our group. We now have members from all parts of the country, and we have a great mix of seasoned professionals and younger members who will, no doubt, provide us with well-informed, thoughtful and fresh perspectives on the challenges that we all face in our rapidly changing profession.

Thanks are also in order for Keven Kirkendall, Michael O'Hara and Rick Gaskins, who have completed their terms as Treasurer, Secretary and Past President, respectively. They will be nearly impossible to replace, but our Nominating Committee will nonetheless assemble a worthy slate of candidates for our board positions to be voted upon at the annual meeting. If anyone has a suggestion about a member to fill any of the open positions, please get in touch with me privately. Stay tuned for further developments. Bob Male will, thankfully, assume his duties as President after the upcoming annual meeting, and I will then assume the duties of Past President.

There will be a proposal at our annual meeting to amend the bylaws to shorten the comment period on prospective new members from 10 days to 5. The comment period is an important part of our membership process that helps to ensure the continued high quality of our organization. I recommend a "yes" vote on this proposal. A 5-day period should be sufficient, in this age of smart-phones and instant communication, to effectively screen prospective members. Dissenting viewpoints will, of course, be welcomed when we discuss this proposal.

I encourage all of you to actively participate in our annual programs, as both presenters and participants. We have a tremendous group of professionals, and I appreciate the contribution that all of you have made in the past, and will continue to make in the future, to make CPDE such a unique and beneficial organization. I am confident that we will continue to grow and prosper in the future.

*Bill Brandt*

Another CPDE benefit! -- full access to all 12 issues of *The Earnings Analyst*. Go to:

[www.the-earnings-analyst.com](http://www.the-earnings-analyst.com)

Register today!

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## Membership Committee Report

I am pleased to inform you that CPDE continues to grow at a very healthy rate. At our 2014 annual meeting we will have the opportunity to meet and get to know seven new members who have joined since our 2013 meeting. They are: Larry Ellison (Springfield, MO), Michelle Freeman (Washington D.C.), Sean Hanahue (Clarks Summit, PA), Kathy Hensley (Madison, Indiana), Brooke Liggett (Springfield, MO), Rebecca Summary (Cape Girardeau, MO), and Christina Tapia (Bothell, WA). Welcome all!

I sadly must include that in the past year Bob Wolf passed. He and his spirited personality will be missed. He is the third CPDE member to pass since we formed, the others being my good friends and dear colleagues of many years Bill Hardy and Martin Duffy.

As of our 2014 meeting, we have 43 regular members. CPDE has been a special organization from its founding because of its differences from other damages experts organizations. It is distinguished by its member direction and involvement, its code of collegiality, respect and sharing, and by its limited membership. It was founded by some of the most experienced and respected experts in the field with a mission that it include very experienced practitioners as well as those with little experience but who have a suitable background and a desire to become damages experts. The founders believed that the best way to learn and develop skill as a damages expert is to engage positively with other practitioners having a variety of backgrounds and experience. And so CPDE members share and learn from the diversity of perspective and experience that continues to make our organization a rich and rewarding environment.

I have served on your membership committee for all but one year since the founding, and I am unlikely to again be a formal member of your membership committee. I leave this role with an admonition to all members to continue to enrich our organization by encouraging those you know or who you meet that would be collegial and participating members to consider membership in this special organization.

*Rick Gaskins*

## CPDE 2014 Conference and Business Meeting

Friday and Saturday  
March 21-22, 2014

The Orleans Hotel and Casino  
Las Vegas, Nevada

The 2014 conference is a  
“DO NOT MISS” event.



## Program Topics CPDE 2014 Conference

Following is a listing of topics for CPDE's 2014 Conference Program.

- Practice Issues (skills, sources, methods, business)
- The Use and Application of Worklife Expectancy
- Accuracy -- How Accurate Are Our Calculations
- The Devil's Dictionary for Damages Experts
- Chapter 11 Bankruptcy, Cramdown Rates, & the Contract Rate Approach
- Economic/Commerical Damages Calculations
- Improving Deposition, Arbitration & Trial Testimony Skills
- National Longitudinal Survey of Youth & PINC Wage Growth Data
- Historic Wage Growth
- CPDE Resources Damages Website
- The Earnings Analyst and the TEA Website
- Practice Issues: skills, sources, methods, business
- Methodology Regarding Cost and Present Value Adjustments to LCP's
- Negative Net Discount Rates -- when are they appropriate
- Personal Consumption Rates -- Sources and Acceptable Use

# BYLAWS

## Collegium of Pecuniary Damages Experts (CPDE) as amended March 23, 2013

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### Section 1: MISSION

[1a] The Collegium of Pecuniary Damages Experts (CPDE) is a limited membership organization dedicated to collegial discourse that strives to advance knowledge and understanding relevant to providing expert assessment and testimony on pecuniary damages in litigation, and helpful sharing and networking among colleagues.

### Section 2: MEMBERSHIP

[2a] Membership in CPDE is limited to natural persons with knowledge and experience as an expert providing assessment and testimony on pecuniary damages in litigation, and/or with applicable preparatory background and a desire to learn how to work successfully in this professional field.

[2b] Membership in CPDE is limited to persons that secure the support of a current CPDE Member to act as sponsor, request membership in writing to the CPDE Membership Committee through the sponsor, and receive an affirmative 2/3 vote from the CPDE Membership Committee.

[2c] Membership in CPDE is limited to those persons that demonstrate collegiality, active participation, and positive sharing of knowledge and experience throughout their interactions with fellow professionals. Members take up a duty of collegiality. For the purposes of revocation of Member status, that duty extends solely to professional interactions which are intramural to CPDE. Members are encouraged to attend and actively participate in each Annual Conference, as well as be responsive to communications from fellow Members.

[2d] Membership in CPDE may be revoked if a Member does not adhere to the standard of conduct expressed in CPDE's Mission and membership requirements. Revocation of CPDE membership requires an affirmative 2/3 vote of both the CPDE Membership Committee and CPDE's Members.

[2e] Membership in CPDE is contingent upon the timely payment received by the CPDE Treasurer of Member's annual dues of \$100. CPDE shall use the calendar year as its fiscal year. The term of membership runs from January 1 of each year through December 31 of that calendar year. Annual dues are due in the Treasurer's possession before January 1. Annual dues are considered not timely paid if unpaid by the later of the start of the Annual Conference or February 15. The Annual Business Meeting, typically, is on the second day of the Annual Conference. The amount of and/or the due date for future annual dues payments may be changed by a majority vote of Members at an Annual Business Meeting. The Members may approve retroactive due date changes to accommodate a Force Majeure. Membership is lost automatically if dues are not paid in a timely manner. If membership is lost through the non-payment of dues, then the former Member must reapply for membership and cannot merely regain membership by paying past and current dues.

[2f] CPDE Members may attend all CPDE Conferences,

vote on CPDE business, and may be elected or appointed as a CPDE officer, director, or committee member. Conferences, especially conferences of other professional associations that have CPDE joint sponsorship, might require a payment of a registration fee.

[2g] Founding Members of CPDE are current Members as of July 1, 2008.

[2h] Charter Members of CPDE are those that became Members prior to the 2009 Annual Business Meeting.

[2i] The number of CPDE Members shall not exceed 50.

### Section 3: BOARD OF DIRECTORS AND OFFICERS

[3a] The CPDE Board of Directors shall consist of a Vice President (to become the next President), President, Past President, Secretary, and Treasurer. The Members shall elect the Vice President, Secretary and Treasurer as officers of CPDE and as members of the Board of Directors. The Board may appoint other Officers who shall serve as ex officio non-voting members of the Board of Directors. The term of the Vice President, President, and Past President is one year in each position, and serving consecutive terms in these offices is not allowed. The term of the Secretary and the term of the Treasurer each is three years and each may serve consecutive terms. Upon good cause shown, any officeholder's term of office may be terminated by a 2/3 vote of CPDE Members. The nomination and election of Officers to positions open due to an end of term of office shall take place during the Annual Business Meeting.

[3b] The Board shall conduct CPDE business as needed between Annual Business Meetings.

[3c] The President shall serve as the presiding officer of all Meetings of the Board and of the Members. The Vice President shall serve in lieu of the President when the President is absent. The Secretary shall record minutes of all Meetings of the Board and of the Members and manage all necessary communications for the organization. The Treasurer shall set up and manage a bank account for CPDE and oversee and manage all organization financial requirements.

[3d] All officers and all directors of CPDE must be Members of CPDE. Loss of CPDE membership automatically creates a vacancy in the office held by that officer or director. To fill a vacancy in either an elected, a voting ex officio, a non-voting ex officio, or an appointed office or director seat the President, with a second, shall place before the CPDE Board the nomination of a CPDE Member to fill the vacancy. The Board shall fill such vacancies either by accepting the President's nominee or by amending the President's nomination. No person is qualified to fill a vacancy in the voting ex officio Past President seat unless that person is one of the Past Presidents of CPDE.

[3e] The Members may authorize CPDE to publish one or more publications. If the Members authorize one or more publications, then the Board shall appoint one or more Editors. Each appointed Editor shall serve as an Officer at the pleasure

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of, and under the direction of, the Board.

[3f] All officers and directors shall be indemnified for actions taken that were reasonably believed to be within their scope of authority.

#### Section 4: COMMITTEES

[4a] CPDE shall have the following standing committees:

[i] Membership Committee; and [ii] Conference Committee. As the need arises, the Board may create and may appoint willing members to ad hoc committees.

[4b] The Membership Committee shall be chaired by the Past President and shall include the President and Vice President. If desired, up to two additional (non-Board) Members may be added to this committee by unanimous vote of all prescribed committee members. The CPDE Membership Committee shall notify (by email) the entire CPDE Membership of a person's desire to join CPDE. The CPDE Members shall have 10 working days in which to make any comment. Comments are to be made in private to members of the Membership Committee and are not to be placed on the list serve. Comments will be investigated by the Membership Committee and will weigh in their acceptance decision. The Membership Committee's decision to accept or to reject the applicant shall be made within 20 working days of the notification to the entire CPDE Membership of the application.

[4c] The Chair of the Conference Committee shall be appointed by the Board. The Chair may add additional Members to the Conference Committee with the prior approval of the Board. The Conference Committee shall facilitate the organization and implementation of all plans, contracts, and arrangements for all CPDE Conferences and Meetings.

#### Section 5: MEETINGS

[5a] CPDE shall have an Annual Conference and Annual Business Meeting at a time and place determined by vote of the Members. In the absence of a vote of the members, the Annual Business Meeting shall be at 10:00 AM on the last Thursday in March at the offices of the Nevada Secretary of State.

[5b] The Annual Business Meeting is open only to current CPDE Members. The Annual Conference is open only to current Members of CPDE and speakers or guests invited by the Conference Committee. The Annual Conference and Annual Business Meeting will be organized and moderated in a manner consistent with collegial discourse. Conference participation is intended to enhance knowledge and understanding rather than to emphasize lines of difference. When disagreements occur, participants are expected to disagree collegially by focusing their discussion on differences in perspective and approach, rather than demeaning any person, type of training, or methodology. CPDE Members attending should attend prepared to actively participate. The Annual Conference and Annual Business Meeting will take place over a period of two days at a site and time to be determined by Members during the preceding Annual Business Meeting. A record of topics and presenters will

be kept, memorialized, and possibly distributed in a form to be agreed upon by the Members.

[5c] Conference sessions will be organized and moderated by chairpersons appointed by the Conference Committee. In addition to the Annual Conference, the Conference Committee is encouraged to seek out professional educational opportunities for CPDE Members that are offered by other professional associations, and the committee may authorize CPDE joint sponsorship of those educational opportunities when the goals and practices are consistent with CPDE's goals and practices. The Conference Committee shall report to the Board and to the entire CPDE membership all such jointly sponsored educational opportunities well prior to the occurrence of the event; but the Board may revoke the committee's authorization of CPDE's joint sponsorship prior to the occurrence of the event.

[5d] The agenda of the Annual Business Meeting shall include, but not be limited to:

[i] reports from each officer of CPDE;

[ii] elections;

[iii] annual review and possible amendment of these Bylaws;

[iv] selection of date and place of next Annual Conference and Annual Business Meeting;

[v] membership revocations if needed; and

[vi] new business.

[5e] All Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order. Proxy voting is not allowed. Every decision of every CPDE body requires a majority affirmative vote of the body's members who are attending, unless these Bylaws or Robert's Rules of Order require a greater vote. Decisions by the Board of Directors require a majority vote of all voting Board Members. An amendment to these Bylaws requires a 2/3 affirmative vote of Members present at the Annual Business Meeting. The quorum of every CPDE body is a majority of that body, except for the Annual Business Meeting of the CPDE Members, which shall use a quorum of 25% of the Members. Any CPDE body may conduct a meeting by voice telephony or by video telephony or in-person. A CPDE body may meet other than in-person and may conduct a vote other than in-person or by surface mail ballot, but when [A] meeting other than in-person or when [B] voting other than in-person or by surface mail ballot, then that meeting and that voting must at all times maintain unanimous consent for the conducting of that meeting or that vote.

#### Section 6: DISSOLUTION

[6a] The CPDE shall continue as an organization of members until such time as the then current Members vote during an Annual Business Meeting that CPDE ought to dissolve.

[6b] Any Member may make a motion of dissolution by delivering 30 days written notice to the Board of Directors.

[6c] A unanimous Board of Directors may make a motion of dissolution upon less than 30 days notice to the Members; otherwise, the Board must provide the Members with at least 30 days written notice of the Board's intent to make a dissolution motion at the Annual Business Meeting.

Initial approval 07/01/2008. Amended: 04/02/2009; 3/12/2011; 3/17/2012; 3/23/2013.